

EXHIBIT MF-09

CONFIDENTIAL



State
of
California

OFFICE OF THE SECRETARY OF STATE

WORLD VISION, INC.

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

NOV 18



March Fong Eu

Secretary of State

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248388
248388ARTICLES OF INCORPORATION
OF
WORLD VISION INC.FILED
In the office of the Secretary of State
of the State of California

SEP 22 1950

FRANK M. JORDAN, Secretary of State

By *[Signature]*
Assistant Secretary of StateRestriction of Right
to Amend Articles

No

YES

We, the undersigned, citizens of the State of California, do hereby associate ourselves together for the purpose of forming a non-profit corporation under and by virtue of the provisions of Part 1, Division 2 of Title I, being Sections 9000-9802 of the Corporations Code of the State of California, as follows:

FIRST

The name of this corporation is:

WORLD VISION INC.SECOND

That the primary business in which the corporation intends, initially to engage, is to conduct Christian religious and missionary services, to assist in improving and ameliorating the moral and social conditions of humanity; to provide services to God's people which will enable them to accomplish more quickly and efficiently the Great Commission of advancing the Kingdom of God on earth.

That the general purposes for which this corporation is formed are:

1. To establish, equip, conduct and maintain for the continual carrying on and advancement of the Great Commission

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established by the Gospel of Jesus Christ as set forth in the written Word of God, any lawful religious, charitable, benevolent, scientific, social, educational, literary, recreational, or social organizations, societies, groups or gatherings, or cemetery associations, or affiliations for the rendering of Christian services to the people, which do not contemplate the distribution of gains, profits or dividends to the members of this corporation, and for which individuals may lawfully associate themselves;

2. To advance the science of audible and visual education in every possible way, and to apply this science in cooperation with other Christian religious organizations to carry forward the everlasting precious soul-saving message of our Lord Jesus Christ to all of His people in all parts of the world, through the science of motion pictures, radio, television, electronics and mechanical devices and equipment;

3. To purchase, own, sell, mortgage or lease real estate and other property as may be necessary for the purpose of this corporation; to receive donations, to receive, manage, take and hold real and personal property by gift, grant, devise, or bequest, and to sell or dispose of the same, and to do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes herein enumerated, or which shall at any time appear conducive or expedient for the protection or benefit of this corporation.

4. To take and hold by donation, gift, grant, devise, or otherwise, any property, real, personal, or mixed, in any state in the United States, or in any other country, in behalf of or for the benefit of this corporation, or any subsidiary

Restriction of right
to amend articles

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interest thereof, and to manage, grant, convey, lease or otherwise dispose of the same, or any part thereof, and to execute such trust or trusts as may be confided to the corporation, the whole to be under the supervision of and amenable to this corporation;

5. To transact a general printing and publishing business, and in connection therewith and relating thereto, to purchase copyrights for books and publications, with the right to issue licenses for the same and receive pay therefor. Also, the right to engage in the engraving and bookbinding business, and the embossing, lithographing and impressing on paper and other impressionable surfaces, pictures, figures, and letters; with all right to manufacture such paper and material as may be necessary in the transaction of such business. Also, the right to engage in the business of printers, photo-lithographers, engravers, die sinkers, and the transaction of a printing and publishing business;

6. To manufacture and distribute broadcast transcriptions and domestic recordings; to manufacture, process, duplicate and distribute motion picture and cut and roll film; to design and make any and all equipment pertinent therewith in the creation and production of the filming of vehicles pertaining to and analogous to the purposes and aims contained and enumerated herein;

7. To apply for, purchase, register, or in any manner to acquire, and to hold, own, use, operate, and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, copy-rights, trade-marks, and trade names; to acquire, own,

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use, or in any manner dispose of any and all inventions, improvements, processes, labels, designs, brands, or other rights, and to work, operate, or develop the same; and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

8. To engage in and conduct a general photographic business, including the acquisition by purchase, manufacture or otherwise of all business materials, supplies, appliances, apparatus, machinery or other articles necessary or convenient for use in connection with and in carrying on the said business or any part thereof; and to carry on the business of manufacturers of and dealers in photographs, pictures, engravings, and other works of art; and of photographers, printers, papermakers, engravers, book-binders, reproducers and publishers of works of art, books and other publications.

9. To enter into, make and perform contracts of every kind for any lawful purpose with any person, firm, association, corporation, municipality, body politic, county, territory, state, government, or colony, or dependency thereof, for religious, charitable, social, educational and recreational purposes or for rendering services which do not contemplate the distribution of gains, profits or dividends to the members of the corporation; to carry on a business at a profit incidental to the main purposes of the corporation and to render help and financial assistance to various Christian religious corporations and educational institutions, associations, and charitable organizations, missionary groups or Christian individuals, selected by the Board of Directors from time to time as funds become available for distribution.

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10. To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of any bonds, securities, or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state, or of any state, country, nation, or government, and while owner thereof, to exercise all the rights, powers and privileges of ownership to the same extent as natural persons might or could do; to aid in any manner any corporation, association, society, entity or person diligently working for the advancement of the Kingdom of God on earth in accordance with the religious principles and doctrinal statement of this corporation, to help further any lawful purposes of Christian organization, such as religious, charitable, social, educational recreational, cemetery, or for rendering services which do not contemplate the distribution of gains, profits or dividends to the members thereof.

11. For any of the purposes of the corporation, without limit as to amount, to borrow or raise moneys, to draw, make, accept, endorse, discount, execute, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other instruments, whether negotiable or non-negotiable, transferable or non-transferable, and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same and all obligations arising therefrom, by mortgage or otherwise, either alone or jointly with any other person or corporation, of the whole or any part of the property of the corporation presently owned or to be acquired; to confer upon the holders of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board

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of Directors; and, except as may be specifically prohibited by law, to loan money with or without collateral security.

12. To have one or more offices, to conduct its business, carry on its operations, and promote its objects within or without the State of California, in other states, the District of Columbia, the territories, colonies, and dependencies of the United States, and in foreign countries, without restriction as to place and amount, but subject to the laws of such state, district, territory, colony, dependency, or country.

13. To do any or all of the things herein set forth to the same extent as natural persons might or could do in any part of the world, as principals, agents, contractors, trustees, or otherwise, and either alone or in company with others.

14. In general, to carry on any other business in connection therewith, whether manufacturing, or otherwise, and to do all things not forbidden by the laws of the State of California, and with perpetual duration and all the powers conferred upon non-profit corporations by the laws of the State of California, and as set forth in Section 597 of the Civil Code of the State of California.

15. To continually and steadfastly uphold and maintain the following statement of faith of this corporation, to wit:

(a) We believe the Bible to be the inspired, the only infallible, authoritative Word of God.

(b) We believe that there is one God, eternally existent in three persons; Father, Son, and Holy Spirit.

(c) We believe in the deity of our Lord Jesus Christ,

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in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.

(d) We believe that for the salvation of lost and sinful man regeneration by the Holy Spirit is absolutely essential.

(e) We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.

(f) We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.

We believe in the spiritual unity of believers in our Lord Jesus Christ.

That the aforesaid doctrinal statement is the basic spiritual foundation for this corporation, and the same shall not be amended, or deleted from these Articles of Incorporation except by vote or written consent of all of the members.

16. It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Second Article of these Articles of Incorporation shall, except where otherwise specified, be no wise limited or restricted by reference to or inference from the terms of any other paragraph or to any other Article in these Articles of Incorporation, but that the objects, purposes, and powers specified in this Article, and in each of these Articles or paragraphs of these Articles of Incorporation, shall be regarded as independent objects, purposes and powers, and the enumeration of specific

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purposes and powers shall not be construed to restrict in any manner the general terms and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it can be of like nature; the enumeration of the objects or purposes herein shall not be deemed to exclude or in any way limit by inference any power, objects, or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of California now or hereafter in effect, or impliedly by any reasonable instruction of the said law.

17. This is a corporation which does not contemplate pecuniary gain or profit to the members thereof.

THIRD

The county in this state where the principal office for the transaction of the business of the corporation is to be located is the County of Los Angeles, State of California.

FOURTH

The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are as follows:

NAME	ADDRESS
Dr. Bob Pierce	405 West California Street, Glendale, California;
Paul Myers	3814 Franklin Avenue, Los Angeles 27, California;
Thelma Myers	3814 Franklin Avenue, Los Angeles 27, California.

The authorized number of directors of this corporation may be changed by a duly adopted By-Law.

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FIFTH

The authorized number, qualifications and other matters pertaining to the members of this corporation shall be set forth in the By-Laws.

SIXTH

That the By-Laws of this corporation shall be adopted by the directors named in the Articles of Incorporation, and may thereafter be amended or repealed by any means provided in the By-Laws.

SEVENTH

The incorporators hereby declare that the assets of this corporation shall be and they are hereby impressed with an irrevocable charitable, religious, scientific and educational use in accordance with its aforesaid standards, and upon dissolution or winding up of the corporation, after paying or adequately providing for the debts and obligations of said corporation, the remaining assets of the corporation, if any, shall be subject to said charitable, religious, scientific or educational use in accordance with the Christian religion, doctrinal statement, objects and purposes of said organization as manifested by its Articles of Incorporation and adopted policies, as reflected by its operations, and such assets may be disposed of in such manner as may be directed by a court of competent jurisdiction, pursuant to the provisions of the Corporations Code of the State of California.

WITNESS our hands this 24 day of August, 1950.

Dr. Bob Pierce
Dr. Bob Pierce

Paul Myers
Paul Myers

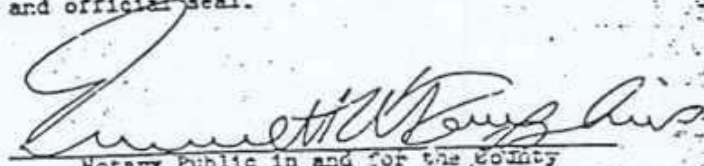
Thea Myers
Thea Myers

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STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS:

On this 24 day of August, 1950, before me, the undersigned,
a Notary Public in and for said County and State, personally
appeared DR. BOB PIERCE, PAUL MYERS and THELMA MYERS, known to
me to be the persons whose names are subscribed to the foregoing
instrument and acknowledged that they executed the same.

WITNESS my hand and official seal.


Notary Public in and for the County
of Los Angeles, State of California...

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X FILED
In the Office of the Secretary of State
of the State of California

DEC 15 1959

RECEIVED
By *[Signature]*
Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

We, the undersigned, respectively President and Secretary of
WORLD VISION, INC., a non-profit corporation, organized under the laws
of the State of California, do hereby certify:

1. That on the 3rd day of December, 1959, at 9:00 o'clock
A. M., at the office of the corporation, 117 East Colorado, in the City
of Pasadena, California, a regular meeting of the Board of Directors of
WORLD VISION, INC. was duly held.

2. That at the said meeting a resolution for the amendment
of the Articles of Incorporation of said corporation was adopted by the
affirmative vote of a majority of the Directors of said corporation; that
the following is a copy of the said resolution so adopted:

RESOLVED, that the Articles of Incorporation
of World Vision, Inc., a non-profit corporation, be
amended to change the authorized purposes of the cor-
poration as follows: That Article Second and Article
Seventh be deleted in their entirety as presently written
and that new Articles Second and Seventh as written
below be substituted therefor. The officers of this
corporation are directed to forthwith file such instru-
ments with the Secretary of State as shall be necessary
to accomplish such amendment. The new paragraphs
Second and Seventh shall henceforth read as follows:

'SECOND'

Section A: The primary, exclusive and only
purposes for which this corporation is organized are
religious ones, to wit: To conduct Christian religious
and missionary services, to disseminate, teach and
preach the Gospel and teachings of Jesus Christ, to
encourage and aid the growth, nurture and spread of
the Christian religion and to render Christian service,
both material and spiritual to the sick, the aged, the
homeless and the needy. The recital of these purposes
as contained in this paragraph is intended to be exclu-
sive of any and all other purposes, this corporation being
formed for such religious purposes only.

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'Section B: In order to accomplish the above purposes of the corporation, the corporation may exercise such powers as are necessary to achieve these purposes, specifically including (but not limited to) the power to solicit and receive donations, bequests and devises for such religious purposes and also in furtherance of such purposes as above stated, to perform those acts set out in Section 9501 of the Corporation Code of the State of California, as the same relate to the powers of non-profit corporations. In holding any property in trust the corporation may do such things as are necessary for the holding, investment, reinvestment, management and distribution of said trust, all in accord and in furtherance of the primary purposes of the corporation, all as expressed in Section A of this Article SECOND,

'Section C: This corporation shall continually and steadfastly uphold and maintain the following statement of faith of the corporation to wit:

- (1) We believe the Bible to be the inspired, the only infallible, authoritative Word of God.
- (2) We believe that there is one God, eternally existent in three persons: Father, Son and Holy Spirit.
- (3) We believe in the deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious and atoning death through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal return in power and glory.
- (4) We believe that for the salvation of lost and sinful man regeneration by the Holy Spirit is absolutely essential.
- (5) We believe in the present ministry of the Holy Spirit by whose indwelling the Christian is enabled to live a godly life.
- (6) We believe in the resurrection of both the saved and the lost; they that are saved unto the resurrection of life and they that are lost unto the resurrection of damnation.
- (7) We believe in the spiritual unity of believers in our Lord Jesus Christ.
- (8) That the aforesaid doctrinal statement is the basic Spiritual foundation for this corporation, and the same shall not be amended, or deleted from these Articles of Incorporation except by vote or written consent of all of the members.

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"Section D: This is a non-profit corporation which does not contemplate pecuniary gain or profit to the members thereof nor to any other person. No member shall have any proprietary or profit interest therein. The corporation shall not issue any stock. No member nor director shall be subject to liability nor for dues or assessments of any kind.

"Section E: The corporation shall not engage in any effort designed to influence legislation nor shall it participate or intervene in any political campaign.

' SEVENTH

The incorporators declare that the assets of this corporation shall be and they are hereby impressed with an irrevocable religious use in accordance with its aforesaid purposes and principles and upon dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of said corporation, the remaining assets of the corporation, if any, shall be subject to said religious uses in accordance with the Christian religion, doctrinal statement and objects of the corporation as shown by the above Articles and such assets shall be disposed of in such manner as may be directed by court of competent jurisdiction for such Christian religious purposes, pursuant to the provisions of the law of the State of California."

3. That all of the Directors of said corporation who were present voted in favor of said resolution and that none of the Directors voted against it. The total number of Directors of the corporation at the time of said meeting was five, of which 4 were present and voted in favor of said resolution.

4. That a regular meeting of the members of said corporation was held on the 3rd day of December, 1959 at 9:30 A. M., at the office of the corporation, 117 East Colorado, in the City of Pasadena, California, at which meeting, the above resolution of the Board of Directors of said corporation was adopted and approved by a vote of 4 of the 5 members of the corporation. At that time, there were only 5 members of the corporation and 4 of the 5 were present and voted for said resolution. One member was absent. No member voted against said resolution.

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5. That the resolution set out above which was passed by the Directors as above set out is an identical copy of the resolution as unanimously passed by the members of said corporation and the same is made a part hereof by reference to the above recitation of said resolution as fully as though set out verbatim herein.

6. That the total number of members of said corporation entitled to vote or consent to the adoption of such amendment to the Articles was 5, of which 4 voted for the adoption of said amendment. There is only one class of membership authorized in the structure of WORLD VISION, INC. and the above-mentioned 5 members are the only members of said corporation. There is no stock of any kind or nature outstanding.

7. No action was taken at either the above Directors meeting or the above Members meeting which would affect in any way, any provision of the Articles as presently filed in the office of the Secretary of State of the State of California, except those that affect Articles Second and Seventh as above mentioned.

IN WITNESS WHEREOF, we have hereunto signed this Certificate and caused the seal of said corporation to be affixed thereto this 4th day of December, 1954.


Bob Pierce, President



Carlton Booth, Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

BOB PIERCE and CARLTON BOOTH, whose names are signed to the above Certificate, being first duly sworn, each for himself, deposes

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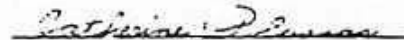
and states: That the said BOB PIERCE is the President and the said
CARLTON BOOTH is the Secretary of WORLD VISION, INC., the cor-
poration mentioned in the above Certificate; that each of them has
read the above Certificate and that the matters set forth therein are
true of their own knowledge.


Bob Pierce


Carlton Booth

Subscribed and Sworn to Before

on this 4th day of December, 1959.


Notary Public
My Commission Expires December 3, 1961

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A215083

CERTIFICATE OF AMENDMENTOFARTICLES OF INCORPORATIONOFWORLD VISION, INC.

FILED

In the office of the Secretary of State
of the State of California

FEB 29 1980

JAMES LONG EV, Secretary of State

Deputy

THEODORE W. ENGSTROM and F. CARLTON BOOTH, certify that:

1. They are the Vice President and the Secretary, respectively, of WORLD VISION, INC., a California nonprofit corporation.

2. At a meeting of the Board of Directors of the corporation duly held at Monrovia, California on February 4, 1980, the following resolutions were adopted:

"RESOLVED: That Section A of ARTICLE SECOND of the Articles of Incorporation of this corporation be amended to read as follows:

4

Section A: The primary, exclusive and only purposes for which this corporation is organized are religious ones, to wit: To perform the functions of the Christian church including, without limitation, the following functions, to conduct Christian religious and missionary services, to disseminate, teach and preach the Gospel and teachings of Jesus Christ, to encourage and aid the growth,

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nature and spread of the Christian religion and to render Christian service, both material and spiritual to the sick, the aged, the homeless and the needy. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes, this corporation being formed for such religious purposes only."

"RESOLVED: That Section E of ARTICLE SECOND of the Articles of Incorporation of this corporation be amended to read as follows:

'Section E:

carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any public office."

"RESOLVED: That ARTICLE SEVENTH of the Articles of Incorporation of this corporation be amended to read as follows:


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'SEVENTH: The incorporators declare that the assets of this corporation shall be and they are hereby impressed with an irrevocable religious use in accordance with its aforesaid purposes and principles and upon dissolution or winding up of this corporation, after paying or adequately providing for the debts and obligations of said corporation, the remaining assets of the corporation, if any, shall be subject to said religious uses in accordance with the Christian religion, doctrinal statement and objects of the corporation as shown by the above Articles and such assets shall be disposed of in such manner as may be directed by the Board of Directors of this organization (or if the Board fails to act in the matter, then as may be directed by court of competent jurisdiction) for such Christian religious purposes, pursuant to the provisions of the law of the State of California. Any distributions to organizations on the occasion of this corporation's dissolution shall only be made to religious organizations which are then exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code or corresponding section."

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3. The members have adopted the amendment by resolution at a meeting held at Monrovia, California, on February 4, 1980. The wording of the amended Articles as set forth in the members' resolutions is the same as that set forth in the Directors' resolutions in paragraph 2 above.

4. The number of members who voted affirmatively for the adoption of the resolutions is nine (9) and the number of members constituting a quorum is eight (8).


THEODORE W. ENGSTROM,
Vice President.


F. CARLTON BOOTH,
Secretary/Treasurer

The undersigned declare under penalty of perjury that the matters set forth in the foregoing Certificate are true of their own knowledge. Executed at Monrovia, California on February 21, 1980.


THEODORE W. ENGSTROM


F. CARLTON BOOTH